

TAB B

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

MAGTEN ASSET MANAGEMENT
CORPORATION and LAW DEBENTURE
TRUST COMPANY OF NEW YORK,

Plaintiffs,

v.

NORTHWESTERN CORPORATION,

Defendant.

C.A. No. 04-1494-(JJF)

MAGTEN ASSET MANAGEMENT CORP.,

Plaintiff,

v.

MICHAEL J. HANSON and ERNIE J. KINDT,

Defendants.

C.A. Action No. 05-499 (JJF)

(PROPOSED) SPECIAL MASTER'S ORDER

AND NOW upon the emergency motion (the "Motion") of Plaintiffs Magten Asset Management Corporation ("Magten") and the Law Debenture Trust Company of New York for the entry of an order that, *inter alia*, (a) shortens the normal briefing period provided under Local Rule 7.1.2 and (b) sets a hearing date before the Special Master on the remaining (non-scheduling) substantive issues raised by the Motion;

IT IS HEREBY ORDERED THAT:

1. Defendants' answering brief shall be filed within three (3) days of the entry of this Order;

2. Plaintiffs' request to waive their right to file a reply brief, pursuant to Local Rule 7.1.2, is hereby GRANTED; and

3. A hearing on the issues raised by the Motion will be held before the Special Master on _____, 2007 at _____ o'clock a.m./p.m. at the offices of Potter Anderson & Corroon LLP, 1313 North Market Street, Wilmington, Delaware 19801.

4. Magten is ordered to provide notice of this order to all parties in the captioned litigations, and to arrange for a court reporter for the hearing.

SO ORDERED this _____ day of _____, 2007.

John E. James, Special Master
DE No. 996